

BUSINESS LAW SECTION

CORPORATIONS COMMITTEE

COMMITTEE MEETING AGENDA FOR JANUARY 7, 2000

**San Francisco
Friday, January 7, 2000
9:30 a.m.**

I LIAISONS' REPORTS AND DISCUSSION

1. Securities and Exchange Commission: Remarks of Rosalind Tyson (9:30 – 9:45)
2. NASD: Remarks of Kyle Lakin (9:55 – 10:10)
3. Executive Committee update: Tim Hoxie (10:00 – 10:10)
4. Report of liaisons from other Section Committees (10:10 – 10:25)
5. Department of Corporations
 - (a) Remarks of representative from the Department (10:25 – 10:40)
 - (b) Proposed Department of Corporations rule to exempt general partners of venture capital funds from registration as investment advisors: Farman and Bonenfant (10:40 – 10:55)
 - (c) Proposal to amend Sections 25102(n) and 25102(o) to provide that failure to file the notice does not affect the exemption: Graeser (10:55 – 11:00)
 - (d) The treatment under the Corporate Securities Law of conversion of entities as permitted by new AB 197: Schmidt (11:00 – 11:05)
 - (e) Proposal to amend Section 25102(f) to conform to SEC Rule 506, which requires that the issuer "reasonably believe" there are no more than 35 purchasers: Bonenfant (11:05 – 11:15)

II APPROVAL OF MINUTES

III OTHER NEW LEGISLATIVE PROPOSALS AND PROJECTS

1. Corporations Code amendment to permit name change without shareholder vote: Hamburger (11:16 - 11:25)
2. Corporations Code amendment to permit corporations to convert into other business entities: Stansell, Wertlieb (11:25 – 11:40)

3. Proposal re Secretary of State accepting fax and electronic copies for filing: Dravis, Piazza (11:40 – 11:55)
4. Long term strategy for making California a more business friendly state: Cheatham, Schmidt (11:55 - 12:10)
5. Constituency project, establishing of website and joint forms project with Corporate Law Departments Committee: Caplan, Rosenbaum (12:10 – 12:20)
6. Developments in use of computer technology in corporate practice: Fore (12:20 – 12:30)
7. Status of pending Assembly Bill 244 creating a new usury exemption: Graeser (handout at meeting)
8. Status of Secretary of State pre-clearance and expedited filing procedures: Schmidt (handout at meeting)
9. Status of reintroduction of 2115 amendments: Schmidt (handout at meeting)

IV STATUS OF OTHER ONGOING PROJECTS (handout at the meeting)

1. Educational Programs: Lucas
2. Blue Sky Guide: Reinke
3. Guide to rendering legal opinions: Lucas, Crandall, Hamburger, Tonsfeldt
4. Guide to Organizing a California Corporation: Lyon, Cheatham, Bonenfant, Farman
5. State Bar Task Force on Complex Litigation: Lucas

V ORGANIZATIONAL MATTERS (if time permits)

1. Assignment of new projects: Graeser
2. Committee self-assessment - a discussion of what we are doing right and what we are doing wrong: Schmidt (if time permits):

VI PRACTICE ISSUES (if time permits)

1. New SEC audit committee rules
2. Proposed SEC rules on selective disclosure
3. Proposed SEC rules on insider trading as applicable to family and personal relationships
4. New electronic signature legislation

